

INSTRUCTIONS:

1. Please provide answers to questions asked and copies of documents referenced.
2. Where a request is not applicable, please mark the question N/A.
3. Some requests may require input from your accountants and lawyers.

	Item	Provided	N/A	Comments/Explanation
A.	<b>ORGANISATIONAL DOCUMENTS</b>			
1.	Incorporation documents of the company (Certificate of Incorporation, Articles and bye laws (with all amendments))			
3.	Please list all states in which the company is qualified to do business or has significant operations. Provide good standing certificates/qualifications obtained from them and the state of incorporation.			
4.	Provide Certificate of Change of registered agent, if any.			
5.	Please provide the annual report of the company.			
6.	List of assumed names, division names and copies of assumed name certificates on file.			

7.	List of any subsidiaries and affiliates (name, date, and jurisdiction of incorporation), if any.			
8.	Please list all current directors and officers of the company. (Form CAC. 7 for particulars of Directors)			
9.	Minute books and written consents/resolutions for the board of directors, board committees and shareholders.			
10.	Any material agreements between or among the Company and officers, directors and shareholders (including a form of indemnification agreement) if any.			
B.	<b>CAPITALIZATION AND SHAREHOLDERS</b>			
1.	Please list all current shareholders and their shareholding.			
2.	Detailed capitalization table, listing all authorized and issued/outstanding shares, options or warrants, and convertible debt, each stockholder and each option, warrant, or convertible debt holder, and including total funds raised to date, at what valuations and when.			
3.	Describe any active term sheet discussions or oral or written commitments to issue any equity or debt securities, or confirm there are none.			
4.	Any shareholders' agreements, share subscription agreement, voting trust arrangements, irrevocable proxies and similar agreements.			

5.	List any employees or others who hold options or shares for which the vesting accelerates upon a change of control or other events and describe the terms.			
6.	All private placement memoranda, offering circulars, prospectuses, underwriting or brokerage agreements and other subscription materials relating to the offer of sale of securities (whether or not such securities were sold)			
C.	<b>FINANCIAL CONDITION</b>			
1.	Provide all audited and recent unaudited financial statements, management accounts, business plans, financial model, projections and budgets and any other financial documents.			
2.	Auditor, audit committee's reports and auditor's contact information.			
3.	List of all banks that the company currently has accounts with, safety deposits boxes and authorized signers			
4.	List all major customers, suppliers and volume of purchases.			
5.	List all loans and grants including any specifically from LASRIC.			
D	<b>TAX MATTERS</b>			

1.	Company's Tax Identification Number			
2.	Please provide the company's most recent Tax Clearance Certificate			
3.	Provide evidence of payment of all employees' taxes (PAYE), withholding taxes, real and property taxes and all tax elections filed.			
4.	Any tax-sharing or tax indemnification agreements and agreements waiving the statute of limitations or extending the time for filing			
5.	Auditor/accountant contact information.			
E	<b>ASSETS</b>			
1.	List and description of all properties owned by the company (real and personal) and their locations			
2.	Please provide all certificates of title/occupancy, leases and subleases, mortgages, deeds, surveys, contracts, security deposits and other documents pertaining to the properties.			
F	<b>INTELLECTUAL PROPERTY</b>			
1.				

	List of all issued or applied for patents (title, patent no., serial no., date of application and issuance) with proof of ownership.			
2.	List of all registrations or applications for registration of copyrights, trademarks, trade names and service marks (title/mark, application/registration number, country, date of application/registration)			
3.	Provide a copy of the form of Invention Assignment and Confidentiality Agreement that the Company requires all employees to sign, and indicate whether all current and former employees have signed.			
4.	Claims against the company or made by the company against others of patent, copyright or trademark infringement or trade secret misappropriation or use, either threatened or actually filed/made			
5.	Describe any potential or pre-existing obligation that might require the company or any of its agents or employees to licence, grant or otherwise assign rights to a third party in, or restrict the company's use of any intellectual property related to a key technology (e.g., obligations to a former employer, an investor or shareholder, or university or obligations under any open source licenses)			
6.	Describe any material trade secrets or know-how of the company and procedures for protection			
7.	Describe any patents, trademarks, and copyrights owned or otherwise held by a shareholder, director or employee and used by the company			

G.	<b>CONTRACTS AND COMMITMENTS</b>			
1.	Provide a list of any joint ventures, partnership agreements, strategic alliances and corporate partnerships and other similar agreements			
2.	Provide a list of any agreements with competitors (non-compete, etc), royalty and franchise agreements licenses, sublicenses, permits			
3.	Provide a list of any contacts and material agreements with major customers or suppliers, affiliates, brokers and other similar agreements.			
4.	List all insurance packages to which the company currently subscribes (e.g., health, medical, disability and accident policies, workers compensation etc)			
5.	Please provide all credit arrangements including loans, letters of credit, promissory notes, bonds etc.			
H.	<b>ENVIRONMENTAL MATTERS</b>			
1.	Provide copies of all permits (and applications), licenses, agreements, regulatory notices and correspondence relating to air or water use or quality, solid or liquid wastes, hazardous waste storage or disposal or other environmental matters.			
2.	Describe any litigation, administrative proceedings, or claims concerning environmental matters and remediation undertaken (past and ongoing)			

3.	List all applicable insurance policies (past and present)			
4.	Describe any adverse environmental or occupational safety or health condition or concern.			
I.	<b>EMPLOYEES</b>			
1.	Provide a list of all employees- citizens and non-citizens (with a description of visas or work permits)			
2.	Describe all employee benefit plans including profit-sharing plans, welfare plans, multiple employer plans, non-qualified deferred compensation plans and stock plans.			
J.	<b>LITIGATION</b>			
1.	Describe any pending, threatened, prior or current litigation or arbitration proceedings, disputes or investigations.			
2.	Provide any contingent liabilities arising from or out of areas such as product liability, antitrust, anti-discrimination, and environmental matters			
K.	<b>FOUNDERS</b>			

1.	Provide a copy of any Founders' Agreement, Founders' Share Restriction Agreement or any other agreement signed by the Founders to which the Company may be a party or not that regulates the relationship of the Founders in connection with the Company.			
2.	Provide information on any previous or former founders, potential lost or disputed founder relationships			
3.	Provide a copy of the form of Invention Assignment and Confidentiality Agreement signed by the Founders			
4.	Are there any vesting provisions or schedules guiding the founders' relationships? If yes, please provide documents governing such vesting arrangement			
5.	Provide details of two referees for each founder- name, email, address and phone number. One referee should be a character referee who is not a family member and the other a career or academic referee.			